

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Northern District of California
(State)

Case number (if known): _____ Chapter _____

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name TLG Capital Development, LLC

2. All other names debtor used in the last 8 years

TLG Capital DevelopmentsTLG Capital Developments, LLCInclude any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN)

4 7 - 3 5 6 6 7 5 1

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

824 Masonic Avenue

Number Street

Number Street

P.O. Box

San Francisco CA 94117

City State ZIP Code

City State ZIP Code

Location of principal assets, if different from principal place of business

San Francisco

County

771 Corbett Ave.

Number Street

San Francisco CA 94131
City State ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 3 1 3

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check one:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☒ No

☐ Yes. Debtor _____ Relationship _____

District _____ When _____
MM / DD / YYYY

Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor

TLG Capital Development, LLC

Name

Case number (if known)

11. Why is the case filed in *this* district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** *(Check all that apply.)*

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City

State

ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5,001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated assets**☐ \$0-\$50,000☐ \$50,001-\$100,000☐ \$100,001-\$500,000☐ \$500,001-\$1 million☒ \$1,000,001-\$10 million☐ \$10,000,001-\$50 million☐ \$50,000,001-\$100 million☐ \$100,000,001-\$500 million☐ \$500,000,001-\$1 billion☐ \$1,000,000,001-\$10 billion☐ \$10,000,000,001-\$50 billion☐ More than \$50 billion

16. Estimated liabilities
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor
- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - ☐ I have been authorized to file this petition on behalf of the debtor.
 - ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/17/2018
MM / DD / YYYY

X

Signature of authorized representative of debtor

Title Member

Kevin Lee

Printed name

18. Signature of attorney

X

/s/ Nathan A. Schultz

Signature of attorney for debtor

Date

10/17/2018

MM / DD / YYYY

Nathan A. Schultz

Printed name

Fox Rothschild LLP

Firm name

345 California Street, Suite 2200

Number Street

San Francisco

City

CA

State

94014

ZIP Code

415-364-5540

Contact phone

nschultz@foxrothschild.com

Email address

223539

Bar number

CA

State

TLG CAPITAL DEVELOPMENT, LLC

ACTION BY WRITTEN CONSENT OF THE MEMBER AND MANAGER

IT IS RESOLVED that in the judgment of the Member and Manager, it is desirable and in the best interests of TLG Capital Development, LLC, a California limited liability company (the “Company”), that the Company commence a chapter 11 case (the “Chapter 11 Case”) by filing a voluntary petition for relief under the provisions of chapter 11 of title 11, of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Northern District of California (the “Bankruptcy Court”); and it is

FURTHER RESOLVED that the Manager of the Company or any other duly authorized officer or officers (the “Proper Officers”) of the Company are hereby authorized and empowered to execute and verify or certify on behalf of, and in the name of, the Company, a voluntary petition for relief under chapter 11 of the Bankruptcy Code and to cause appropriate documents to be filed in the United States Bankruptcy Court for the Northern District of California, and any affidavits, forms, schedules, lists, applications or any other pleadings or documents which are necessary or appropriate to file the voluntary petition; and it is

FURTHER RESOLVED that the Proper Officers of the Company be, and they hereby are, authorized and empowered to execute on behalf of, and in the name of, the Company any and all plans of reorganization under chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of California at such time as said authorized officer executing the same shall determine; and it is

FURTHER RESOLVED that in connection with the commencement of the chapter 11 case by the Company, the Proper Officers of the Company be and hereby are, authorized and empowered on behalf of, and in the name of, the Company to execute and file all first-day pleadings and related documents on such terms and conditions as such officer or officers executing the same may consider necessary, proper or desirable, such determination to be conclusively evidenced by such execution or the taking of such action, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company; and it is

FURTHER RESOLVED that the law firm of Fox Rothschild, LLP, is hereby employed as general bankruptcy counsel for the Company upon such terms and conditions as the Proper Officers shall approve, to render legal services to, and to represent, the Company in connection with the chapter 11 case, subject to Bankruptcy Court approval, and in connection therewith, the Proper Officers of the Company are hereby authorized and directed to execute appropriate retention agreements and provide Fox Rothschild LLP with a retainer from funds advanced on the Company’s behalf at the direction of the Company’s member and cause to be filed with the Bankruptcy Court an appropriate application for authority to retain the services of such firm; and it is

FURTHER RESOLVED that the Proper Officers of the Company are hereby authorized to employ and retain on behalf of the Company such other professionals as they deem necessary or appropriate upon such terms and conditions as the Proper Officers shall approve, to provide services to the Company as may be requested by the Proper Officers of the Company in connection with the chapter 11 case and with respect to other related matters, with a view to the successful prosecution of such case; and it is

FURTHER RESOLVED that the Proper Officers of the Company be, and they hereby are, authorized and empowered to obtain post-petition financing according to terms negotiated, or to be negotiated, by management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral, and to enter into any guarantees and to pledge or grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements, and in connection therewith, such affairs of the Company, are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements, and related ancillary documents; and it is

FURTHER RESOLVED that the Proper Officers of the Company are authorized and directed to take any and all further action, and to execute and deliver in the name of, and on behalf of, the Company, any and all such other and further instruments and documents and to pay all such expenses (subject to Bankruptcy Court approval), where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is

FURTHER RESOLVED that all acts lawfully done or actions lawfully taken by the Proper Officers or the Manager of the Company to file the voluntary petition for relief under chapter 11 of the Bankruptcy Code or in any other connection with the chapter 11 case of the Company, or any matter related thereto, or by virtue of these resolutions be, and hereby are, in all respects ratified, confirmed, and approved.

IN WITNESS WHEREOF, the undersigned has signed this Written Consent as of this 17th day of October, 2018.

TLG Capital Development, LLC a California
limited liability company

By: Kevin Lee
Its Member and Manager

By: 

Fill in this information to identify the case:

Debtor name TLG Capital Development, LLC

United States Bankruptcy Court for the: Northern District of California
(State)

Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Sparx 7, LLC 333 Potrero Ave. San Francisco, CA 94103	Hung Li sparx7.HL@gmail.com	services	Contingent, Unliquidated			
2	Sparx 33, LLC 335 Potrero Ave. San Francisco, CA 94103	Josephus Li AEIDO.JL@gmail.com	services	Contingent, Unliquidated			
3	Jefferson Chen, Engineer 335 Potrero Ave. San Francisco, CA 94103	Jefferson Chen JC.AEIDO@gmail.com	services	Contingent, Unliquidated			
4	Roland Luvianos 335 Potrero Ave. San Francisco, CA 94103	Roland Luvianos (415) 994-1792	services	Contingent, Unliquidated			
5	Pablo Cruz Cruz 419 Clayton St. San Francisco, CA 94117	Pablo Cruz Cruz (415) 994-1792	services	Contingent, Unliquidated			
6							
7							
8							

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA – SAN FRANCISCO DIVISION**

In re TLG CAPITAL DEVELOPMENT, LLC,
Debtor.

Case No. ____-____ (____)

Chapter 11

INFORMATION REQUIRED PURSUANT TO BANKRUPTCY RULE 1007(a)

Pursuant to Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”), TLG Capital Development, LLC (the “Debtor”) is filing with this petition a list containing the name and address of each required entity in the required format (the “Creditor Matrix”). To the best of the Debtor’s knowledge, the Creditor Matrix is complete, correct and consistent with the Debtor’s books and records. The information contained in the Creditor Matrix is based upon a review of the Debtor’s books and records as of the petition date. However, no comprehensive legal and/or factual investigations with regard to any potential claims that might be asserted by entities listed in the Creditor Matrix have been completed. Therefore, the Creditor Matrix does not, and should be deemed to, constitute: (1) a waiver of any defense to any claim of any entity listed therein; (2) an acknowledgment of whether any claim of any entity listed therein may be allowed; and/or (3) a waiver of any other right or legal position of the Debtor, all of which are expressly reserved.

Also pursuant to Bankruptcy Rule 1007(a)(1) and 7007.1 (to the extent they are applicable), the Debtor states that there is no corporation that directly or indirectly owns any amount of the Debtor’s equity interests.

Pursuant to Bankruptcy Rule 1007(a)(3), the Debtor provides the following list of equity security holders:

<u>Name</u>	<u>Number/Kind of Interest</u>	<u>Address</u>
Kevin Lee	100% of Membership Interests	824 Masonic Avenue San Francisco, CA 94117

James Greig
320 Iron Horse Court
Alamo, CA 94507

James Greig
103 Bella Vista Drive
Hillsborough, CA 94010

James Greig
c/o Adelson, Hess & Kelly
577 Salmar Avenue, Second Floor
Campbell, CA 95008

James Greig
c/o PLM Loan Management Services, Inc.
46 N Second Street
Campbell, CA 95008

Jubao, LLC
10530 Stokes Avenue
Cupertino, CA 95014

Lan-Chih Wang
10530 Stokes Avenue
Cupertino, CA 95014

Tao Long
10530 Stokes Avenue
Cupertino, CA 95014

Sparx 7, LLC
333 Potrero Ave.
San Francisco, CA 94103

Sparx 33, LLC
335 Potrero Ave.
San Francisco, CA 94103

Jefferson Chen, Engineer
335 Potrero Ave.
San Francisco, CA 94103

Roland Luvianos
335 Potrero Ave.
San Francisco, CA 94103

Pablo Cruz Cruz
419 Clayton St.
San Francisco, CA 94117

Kevin Lee
824 Masonic Ave.
San Francisco, CA 94117

Fill in this information to identify the case and this filing:

Debtor Name TLG Capital Development, LLC
United States Bankruptcy Court for the: Northern District of California
(State)
Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Information Required Pursuant to Bankruptcy Rule 1007(a)

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/17/2018
MM / DD / YYYY

x 
Signature of individual signing on behalf of debtor

Kevin Lee
Printed name

Member
Position or relationship to debtor